

**ATTENDANCE CARD
GREAT PORTLAND ESTATES plc (the Company)
GENERAL MEETING**



To be held at: 33 Cavendish Square, London, W1G 0PW, United Kingdom, on Wednesday 17 May 2017 at 11.30am.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Bar Code:

Investor Code:

**FORM OF PROXY
GREAT PORTLAND ESTATES plc – GENERAL MEETING**

Bar Code:

Investor Code:

If you cannot attend the General Meeting, you are entitled to appoint someone else, a 'proxy', to attend, speak and vote on your behalf.

Event Code:

I/we being (a) holder(s) of shares of the above-named Company hereby appoint the person named below or, failing such person, the Chairman of the Meeting

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at 11.30am on Wednesday 17 May 2017 and at any adjournment thereof. The proxy is instructed to vote on the Resolutions as indicated below. See notes (1) and (2) overleaf.

Please mark 'X' here if this appointment is one of multiple appointments being made. See notes (2) and (3) overleaf.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

ORDINARY RESOLUTIONS

- To authorise the Company to undertake a consolidation of its entire ordinary share capital
- To approve the directors' authority to allot new shares

For	Against	Vote Withheld*	Discretion**
X	X	X	X
X	X	X	X

SPECIAL RESOLUTIONS

- To approve the directors' limited authority to allot shares for cash
- To give the directors additional limited authority to allot shares for cash in connection with an acquisition or specified capital investment, and including development and/or refurbishment expenditure
- To renew the authority enabling the Company to buy its own shares

For	Against	Vote Withheld*	Discretion**
X	X	X	X
X	X	X	X
X	X	X	X

* The 'Vote withheld' option is to enable you to abstain on any of the specified resolutions. Please note that a 'Vote withheld' has no legal effect and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

** If you select a 'Discretionary' or fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions.

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite

Signature

Date

EXPLANATORY NOTES

GREAT PORTLAND ESTATES plc

GENERAL MEETING

- (1) Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman of the Meeting, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement of that designated account).
- (2) This form of proxy must be executed under the hand of the holder or his duly authorised attorney or in the case of a corporation, it must be executed under its common seal or under the hand of some officer or attorney duly authorised in that behalf. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not also be a member of the Company.
- (3) To appoint more than one proxy, you may photocopy the form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.

All forms must be signed and should be returned together in the same envelope addressed to:

FREEPOST CAPITA PXS

This is all you need to write on the envelope, no other address details are required. Please note that delivery using this service can take up to five business days.

- (4) Lodgement of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. A member must inform the Registrars of the Company in writing of any termination of the authority of a proxy.
- (5) This form of proxy must be completed, signed and deposited with the Registrars of the Company, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not later than 11.30am on Monday 15 May 2017 (or, if the General Meeting is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days)) together with any authority (or a notarially certified copy of such authority) under which it is signed. CREST members should refer to the Notice of the general meeting on pages 22 to 30 of the accompanying circular relating to a special dividend and share consolidation of the Company in relation to the submission of a proxy appointed through CREST.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- (7) Any alterations made in this form should be initialled.

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PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF